

ASX RELEASE

22 SEPTEMBER 2016

NOTICE OF ANNUAL GENERAL MEETING

Tech Mpire Limited (**Tech Mpire** or **Company**) (ASX: TMP) advises that it has dispatched the Notice of Annual General Meeting to shareholders today.

The Annual General Meeting will be held at 10.00am (WST) on 24 October 2016 at the Technology Park Function Centre, 2 Brodie Hall Drive, Bentley WA 6102.

Yours faithfully

Clare Madelin
COMPANY SECRETARY

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TECH MPIRE LIMITED

ACN 156 377 141

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am WST

DATE: 24 October 2016

PLACE: Technology Park Function Centre
2 Brodie Hall Drive
Bentley, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9473 2500.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am WST on 24 October 2016 at:

Technology Park Function Centre
2 Brodie Hall Drive
Bentley, Western Australia

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm WST on 22 October 2016.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – APPOINTMENT OF DIRECTOR – STEPHEN BELBEN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Stephen Belben, a Director who was appointed casually on 29 February 2016, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – APPOINTMENT OF DIRECTOR – PATRICK O’CONNOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Patrick O’Connor, a Director who was appointed casually on 26 July 2016, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – CONSIDERATION SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,334 Shares, 33,334 Class C Performance Rights and 33,332 Class D Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 20 September 2016

By order of the Board



**Clare Madelin
Company Secretary**

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.techmpire.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTIONS 2 AND 3 – APPOINTMENT OF DIRECTORS – MESSRS STEPHEN BELBEN AND PATRICK O'CONNOR

3.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Stephen Belben, having been appointed on 29 February 2016 and Mr Patrick O'Connor, having been appointed on 26 July 2016 will each retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election from Shareholders.

3.2 Qualifications and other material directorships

Mr Stephen Belben

Mr Belben has 17 years' experience in both executive and non-executive director roles, at a number of public and private companies. This experience follows 9 years as a senior partner at Ernst & Young, specialising in corporate and assurance work in Western Australia. Whilst at Ernst & Young, Mr Belben was appointed the national partner in charge of the firm's Minerals and Energy Industry Group responsible for the development of a major client base in that sector in Australia.

Mr Belben is a Chartered Accountant and holds a Bachelor of Accounting degree and a Bachelor of Commerce Honours degree.

Mr Patrick O'Connor

Mr O'Connor has almost 30 years' experience in both executive and non-executive director roles, spanning a variety of industries. Mr O'Connor has been instrumental in the development, implementation and monitoring of effective business strategies at a number of public, private and government owned organisations.

He has extensive leadership skills and wide experience in communicating with capital markets, shareholders and media.

Mr O'Connor holds a Bachelor of Commerce degree, has completed the Stanford University Executive Program and is a Fellow of the Australian Institute of Company Directors.

Mr O'Connor currently holds the position of non-executive director of Stanmore Coal (ASX:SMR).

3.3 Independence

Messrs Belben and O'Connor have no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Messrs Belben and O'Connor will be independent directors.

3.4 Board recommendation

The Board supports the re-election of Messrs Belden and O'Connor and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – CONSIDERATION SECURITIES

4.1 General

On 4 July 2016, the Company issued:

- (a) 33,334 Shares;
- (b) 33,334 Class C Performance Rights; and
- (c) 33,332 Class D Performance Rights,

(together the **Consideration Securities**), as partial consideration for the acquisition of 100% of the issued capital of Appenture d.o.o, a Croatian software development company (**Appenture**).

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Consideration Securities (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) The Consideration Securities comprise:
 - (i) 33,334 Shares;
 - (ii) 33,334 Class C Performance Rights; and
 - (iii) 33,332 Class D Performance Rights;
- (b) the Consideration Securities were issued for nil cash consideration in satisfaction of the acquisition of 100% of the issued capital of Appenture;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) The Class C Performance Rights and Class D Performance Rights were issued on the terms set out in Schedule 1.
- (e) The terms of the Class C Performance Rights and Class D Performance Rights were approved by the ASX on 13 May 2016;
- (f) the Consideration Securities were issued to the shareholders of Appenture, none of which were related parties of the Company; and
- (g) no funds were raised from this issue as the Consideration Securities were issued in consideration for the acquisition of 100% of the issued capital of Appenture.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one (1) class of quoted Equity Securities on issue, being the Shares (ASX Code: TMP).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 4.2(b), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

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If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 4.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.1425 50% decrease in Issue Price	0.285 Issue Price	\$0.5700 50% increase in Issue Price
65,774,335 (Current Variable A)	Shares issued - 10% voting dilution	6,577,434 Shares	6,577,434 Shares	6,577,434 Shares
	Funds raised	\$937,284	\$1,874,569	\$3,749,137
98,661,503 (50% increase in Variable A)	Shares issued - 10% voting dilution	9,866,150 Shares	9,866,150 Shares	9,866,150 Shares
	Funds raised	\$1,405,926	\$2,811,853	\$5,623,706
131,548,670 (100% increase in Variable A)	Shares issued - 10% voting dilution	13,154,867 Shares	13,154,867 Shares	13,154,867 Shares
	Funds raised	\$1,874,569	\$3,749,137	\$7,498,274

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 65,774,335 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX 19 September 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares or Performance Rights are converted into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) to raise funds for working capital expenses, ongoing marketing initiatives and development of the Company's proprietary technology; or
- (ii) as non-cash consideration for the acquisition of any new or complimentary businesses or opportunities, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 24 November 2015 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 24 October 2016, the Company otherwise issued a total of 5,233,334 Shares, 33,334 Class C Performance Rights and 33,332 Class D Performance Rights which represents approximately 6.09% of the total diluted number of Equity Securities on issue in the Company on 24 October 2015, which was 87,041,001.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

5.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1 of the Explanatory Statement.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

Appenture means Appenture d.o.o, the Croatian software development company acquired by the Company in July 2016, details of which are set out in section 4.1 of the Explanatory Statement.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Class A Performance Rights means the Class A Performance Rights issued under the Plan,

Class B Performance Rights means the Class B Performance Rights issued under the Plan,

Class C Performance Rights means the Class C Performance Rights issued as part consideration for the acquisition of 100% of the issue capital of Appenture, details of which are set out in section 4.1 of the Explanatory Statement.

Class D Performance Rights means the Class D Performance Rights issued as part consideration for the acquisition of 100% of the issue capital of Appenture, details of which are set out in section 4.1 of the Explanatory Statement.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Tech Mpire Limited (ACN 156 377 141).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Managing Director means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Plan means the Company's Performance Rights Plan approved by Shareholders at the Company's extraordinary general meeting held 24 November 2015.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the calculation in section 4.2 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – PERFORMANCE RIGHTS TERMS

1. General

- (a) **(General Meetings)** The Performance Rights shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of Tech Mpire that are circulated to shareholders of Tech Mpire. The Holder has the right to attend general meetings of shareholders of Tech Mpire.
- (b) **(No Voting Rights)** The Performance Rights do not entitle the Holder to vote on any resolutions proposed at a general meeting of shareholders of Tech Mpire.
- (c) **(No Dividend Rights)** The Performance Rights do not entitle the Holder to any dividends.
- (d) **(Rights on Winding Up)** The Performance Rights participate in the surplus profits or assets of Tech Mpire upon winding up of Tech Mpire only to the extent of \$0.000001 per Performance Right.
- (e) **(Not Transferable)** The Performance Rights are not transferable.
- (f) **(Reorganisation of Capital)** If at any time the issued capital of Tech Mpire is reconstructed, all rights of the Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (g) **(Application to ASX)** The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into Shares Tech Mpire must within seven (7) days after the conversion, apply for the official quotation of the Shares arising from the conversion on ASX.
- (h) **(No Other Rights)** The Performance Rights give the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (i) **(Participation in Entitlements and Bonus Issues)** Holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of the Shares such as bonus issues and entitlement issues.
- (j) **(Reconstruction)**
- (i) If there is a reconstruction (including, consolidation, subdivision, reduction or return) of the issued capital of Tech Mpire, the basis for adjustment of the conversion of Performance Rights into Shares will be reconstructed in the same proportion as the issued capital of Tech Mpire is reconstructed and in a manner which will not result in any additional benefits being conferred on the Holder which are not conferred on the shareholders of Tech Mpire, (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital) but in all other respects the terms for conversion of the Performance Rights will remain unchanged.

- (ii) The adjustments of this term will, subject to the ASX Listing Rules, be determined by Tech Mpire.

2. Conversion and Redemption of the Performance Rights

- (a) **(Conversion Procedure)** Immediately following the satisfaction of the First Vesting Condition or the Second Vesting Condition (as applicable), Tech Mpire shall give written notice of that event to the Holder that their Performance Rights have vested and shall issue the Holder with one Share in respect of each Performance Right that vests in accordance with condition 2(c) within 5 Business Days (as defined in the ASX Listing Rules) of the relevant vesting condition being satisfied. Tech Mpire will then procure that its share registry issue a holding statement for the Shares as soon as practicable following the conversion of the Performance Rights into Shares in accordance with condition 2(c).
- (b) **(Ranking of Shares)** The Shares into which the Performance Rights will convert will rank pari passu in all respects with existing Shares.
- (c) **(Vesting of Performance Rights)** Each Performance Right shall give a contractual right to receive one Share at no cost as set out below:
 - (i) 16,667 Performance Rights issued to each Holder will vest on the date that is one year following Completion (**First Vesting Date**) provided that the relevant Holder (in their capacity as employee or director of Appenture) has remained employed on a full time basis (in the case of Zeljko Drascic) or engaged as a non-executive director (in the case of Marko Sekez) by Appenture from Completion until the First Vesting Date (**First Vesting Condition**). The parties acknowledge and agree that the First Vesting Condition will be satisfied if Appenture terminates the employment (in the case of Zeljko Drascic) or directorship (in the case of Marko Sekez) on or prior to the First Vesting Date for any reason other than if the relevant Holder (in their capacity as employee or director of Appenture) has been Summarily Terminated; and
 - (ii) 16,666 Performance Rights issued to each Holder will vest on the date that is two years following Completion (**Second Vesting Date**) provided that the Holder (in their capacity as employee or director of Appenture) has remained employed on a full time basis (in the case of Zeljko Drascic) or engaged as a non-executive director (in the case of Marko Sekez) by Appenture from Completion until the Second Vesting Date (**Second Vesting Condition**). The parties acknowledge and agree that the Second Vesting Condition will be satisfied if Appenture terminates the employment (in the case of Zeljko Drascic) or directorship (in the case of Marko Sekez) on or prior to the Second Vesting Date for any reason other than if the relevant Holder (in their capacity as employee or director of Appenture) has been Summarily Terminated.
- (d) If:
 - (i) the First Vesting Condition is not achieved by the First Vesting Date, then 16,667 Performance Rights held by each Holder will be automatically redeemed by Tech Mpire for the sum of

\$0.000001 per Performance Right within 10 business days of the First Vesting Date; and

- (ii) the Second Vesting Condition is not achieved by the Second Vesting Date, then 16,666 Performance Rights held by each Holder will be automatically redeemed by Tech Mpire for the sum of \$0.000001 per Performance Right within 10 business days of the Second Vesting Date.
- (e) In this Schedule 1, **Summarily Terminated** means Appenture providing notice to the relevant Holder (in their capacity as employee or director of Appenture) in writing to terminate the employment (in the case of Zeljko Drascic) or directorship (in the case of Marko Sekez) as a result of an occurrence that gives Appenture a right of summary dismissal under Croatian law in respect of a Holder (in their capacity as employee or director of Appenture), including but not limited to:
- (i) wilful breach of any of the terms of the employment or services agreement with that Holder (**Services Agreement**);
 - (ii) gross or wilful disobedience of reasonable instructions given by Appenture or non-compliance with that Holder's duties under the Services Agreement or with any policy of Appenture;
 - (iii) gross or wilful misconduct, dishonesty, insubordination or neglect;
 - (iv) if that Holder is bankrupt or suspends payment or compounds with or assigns his/her estate for the benefit of his/her creditors;
 - (v) that Holder being of unsound mind or under the control of any committee or officer under any law relating to mental health;
 - (vi) if that Holder is guilty of any conduct which in the reasonable opinion of Appenture would materially injure the reputation or the business of Appenture or a subsidiary of Appenture;
 - (vii) if that Holder is charged with or convicted of a criminal offence which in the reasonable opinion of Appenture might tend to injure the reputation or the business of Appenture or a subsidiary of Appenture; or
 - (viii) Appenture giving that Holder two written notices, at least one month apart, of their failure to meet independent performance objectives.

SCHEDULE 2 – ISSUES OF EQUITY SECURITIES SINCE 24 OCTOBER 2015

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 2 December 2015 Appendix 3B – 2 December 2015	100,000	Shares ²	Optionholders	The Shares were issued upon the exercise of Options exercisable at \$0.20.	For cash only. Amount raised = \$20,000 Amount spent = \$20,000 Use of funds Funds raised were used for general working capital
Issue – 28 January 2016 Appendix 3B – 28 January 2016	100,000	Shares ²	Optionholders	The Shares were issued upon the exercise of Options exercisable at \$0.20.	For cash only. Amount raised = \$20,000 Amount spent = \$20,000 Use of funds Funds raised were used for general working capital
Issue – 1 June 2016 Appendix 3B – 1 June 2016	5,000,000	Shares ²	Key Management Personnel	The Shares were issued upon the conversion of Class A Performance Rights	Upon achievement of a specific performance milestone each holder of a Class A Performance Right was issued one Share.
Issue – 4 July 2016 Appendix 3B – 4 July 2016	33,334	Shares ²	Shareholders of Appenture	No issue price (non-cash consideration)	The Shares were issues in part consideration for the acquisition of 100% of the shares of Appenture
	33,334	Class C Performance Rights ³	Management of Appenture	No issue price (non-cash consideration)	The Class C Performance Rights were issues in part consideration for the acquisition of 100% of the Shares of Appenture
	33,332	Class D Performance Rights ⁴	Management of Appenture	No issue price (non-cash consideration)	The Class D Performance Rights were issues in part consideration for the acquisition of 100% of the Shares of Appenture

Notes:

- Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
- Fully paid ordinary shares in the capital of the Company, ASX Code: TMP (terms are set out in the Constitution).
- The Class C performance rights vest on 1 June 2017 provided that, on or before that date, the holder has neither been summarily terminated by, nor has resigned as a full time employee or a non-executive director (as applicable) from, Appenture.
- The Class D performance rights vest on 1 June 2018 provided that, on or before that date, the holder has neither been summarily terminated by, nor has resigned as a full time employee or a non-executive director (as applicable) from, Appenture.

TECH MPIRE LIMITED

ACN: 156 377 141

REGISTERED OFFICE:
SUITE 10
16 BRODIE HALL DRIVE
BENTLEY WA 6102

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The chair of the meeting

OR

or failing the person named, or if no person is named, the Chair of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Monday 24 October 2016 at Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia and at any adjournment of that meeting.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolutions 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of Remuneration Report

For Against Abstain*

2. Appointment of Director - Stephen Belben

3. Appointment of Director - Patrick O'Connor

4. Ratification of Prior Issue - Consideration Securities

5. Approval of 10% Placement Capacity

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Tech Mpire Limited no later than 10:00am WST on Saturday 22 October 2016.

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My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chair of the Meeting please write the name of that person in Section A.

If you leave this section blank, or your named Proxy does not attend the meeting, the Chair of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

7. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Tech Mpire Limited no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Tech Mpire Limited

Postal Address Suite 10
16 Brodie Hall Drive
Bentley WA 6102

Street Address Suite 10
16 Brodie Hall Drive
Bentley WA 6102

Telephone +61 8 9473 2500

Facsimile +61 8 9473 2501

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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